

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA**

	:	Court File No. 11-cv-1452 (MJD/AJB)
DEUTSCHE BANK TRUST COMPANY	:	
AMERICAS, in its capacity as successor	:	
indenture trustee for certain series of Senior	:	
Notes, et. al.,	:	
	:	
Plaintiffs,	:	<b><u>PLAINTIFFS' AMENDED MOTION</u></b>
	:	
vs.	:	<b><u>TO STAY</u></b>
	:	
U.S. Bank N.A.,	:	
	:	
Defendant.	:	

**PLAINTIFFS' AMENDED MOTION TO STAY  
DEFENDANT'S TIME TO ANSWER OR OTHERWISE RESPOND  
TO THE COMPLAINT IN THIS ACTION**

Plaintiffs, Deutsche Bank Trust Company Americas in its capacity as successor indenture trustee for a certain series of Senior Notes (“DBTCA”), Law Debenture Trust Company of New York, in its capacity as successor indenture trustee for a certain series of Senior Notes (“Law Debenture”), and Wilmington Trust Company, in its capacity as successor indenture trustee for the PHONES Notes (“Wilmington Trust” and, together with DBTCA and Law Debenture, “Plaintiffs”), by and through Counsel, hereby move this Court, pursuant to the Orders of the United States Bankruptcy Court for the District of Delaware in *In re Tribune Company, et al.*, Case No. 08-13141 (KJC) dated April 25, 2011 (Dkt. No. 870) (“SLCFC Order”) and May 19, 2011 (Dkt. No. 8949) (“Protective

Order”), Federal Rules of Civil Procedure 26(b) and (d) and Local Rule 16.1, and the Court’s inherent authority to manage its docket, for an Order:

(i) Granting Plaintiffs’ Motion to Stay of Defendant’s time to respond to the Complaint in this action or commence motions practice until the earlier of (a) October 31, 2011, without prejudice to any further motion by Plaintiffs to alter or otherwise extend the Stay, (b) order by the Bankruptcy Court in the Bankruptcy Proceedings confirming a plan of reorganization, or (c) further Order of the Bankruptcy Court or this Court;

(ii) Requiring Defendant to enter an appearance in the action so that it or its counsel are known, in order to better facilitate service of further notices, orders, or pleadings upon them in the action;

(iii) Stating that the Court order that the Stay does not bar, but instead permits, (a) Plaintiffs to amend Complaint or file motion for leave to amend Complaint, (b) Plaintiffs to voluntarily dismiss this action of one or more defendants pursuant to Federal Rule of Civil Procedure 41, (c) Plaintiffs to move to add or drop a party or to sever any claim against a party pursuant to Federal Rule of Civil Procedure 21, (d) Plaintiffs to file their Multidistrict Litigation (“MDL”) Motion, and (e) Plaintiffs to file a Rule 26(d)(1) motion seeking leave of the Court to conduct early discovery limited to confirming that shareholders who received cash transfers in connection with the leveraged buyout and are subject to suit in this action have been correctly identified, properly named in the Complaint, and provided with effective service of process; and

(iv) Directing that, upon the, lifting or termination of the Stay, the schedule for answering or otherwise responding to the Complaint will be set by this Court, or the transferee court in the MDL.

Dated this 6th day of July, 2011.

**KELLEY, WOLTER & SCOTT, P.A.**

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